

Before the
FEDERAL COMMUNICATIONS COMMISSION
Washington, D.C. 20554

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MAR 26 2002

FEDERAL COMMUNICATIONS COMMISSION
OFFICE OF THE SECRETARY

In the Matter of)
) FO Docket No. 91-301
Petition for Waiver of the Commission's) FO Docket No. 91-171
Emergency Alert Requirements for)
Cable Television Systems)

To: Joseph Casey
Chief, Technical & Public Safety Division
Enforcement Bureau

PETITION FOR WAIVER

On behalf of Classic Communications, Inc., Debtor-in-Possession ("Classic"), we hereby request a waiver, or alternatively, a five (5)-year extension of time to comply with the Commission's Emergency Alert System ("EAS") requirements, at 76 C.F.R. § 11.11(a), for Classic's cable systems serving less than 5,000 subscribers, as listed in Attachment A hereto. Classic seeks relief for these cable systems from the Commission's requirement that by October 1, 2002 all systems with less than 5,000 subscribers must provide national level EAS messages on all channels, or have EAS equipment capable of providing audio alerts and video interrupt on all channels, and video EAS messages on one channel. The basis of this request for relief is that with the financial condition of the Company it is not economically feasible or possible to comply with these requirements.

Classic owns and operates approximately 569 cable systems mainly in rural areas in a number of states, primarily Texas, Oklahoma, Arkansas, Missouri and Kansas. The vast majority of Classic's systems have fewer than 5,000 subscribers, and a great many have less than

1,000 subscribers. In fact, a significant number have less than 100 subscribers. Requiring full EAS compliance by October of this year would result in serious economic harm to Classic. On November 13, 2001, Classic filed voluntary petitions under Chapter 11 of the Bankruptcy Code in the United States Bankruptcy Court for the District of Delaware (see Attachment B hereto). The Company is currently operating as debtor-in-possession under supervision of the Bankruptcy Court.

Classic has been in contact with EAS equipment vendors and has developed a cost estimate of the expense per head-end to comply with the EAS requirements. These costs include the encoder/decoder (\$2,300), trunk switch (\$4,400), filter (\$30) and character generator (\$1,700), Classic estimates total costs for equipment alone at \$8,430 per headend. Classic's cost estimates are in line with the Commission's cost estimate of \$6,000 to \$10,000 per headend, as outlined in the Commission's 1997 EAS decision. *Amendment of Part 73, Subpart G, of the Commission's Rules Regarding the Emergency Broadcast System*, Second Report and Order, 12 FCC Rcd. 15503, ¶ 23 (Sep. 29, 1997). However, contrary to what the FCC expected at the time of its Second Report and Order, the "anticipated equipment cost reductions" that would render compliance for small systems less burdensome, has not materialized. *Id.* at ¶ 25.

To comply with EAS requirements by October 2002, the cost of the EAS equipment over the 564 systems for which Classic is seeking relief, will cost Classic in excess of four million seven hundred thousand dollars (\$4,754,000) for equipment alone. This excludes the cost of installation and financing (if financing were available to the Company). For example, considering the 488 systems with less than 1,000 subscribers, there are a total of 131,501 subscribers, or an average of 269 subscribers per system. This results in average additional per subscriber costs for those systems of \$30.62. This cost is significantly higher for the many

Classic systems with less than 100 subscribers. For example, the Washington, Oklahoma system has 8 subscribers. The cost for that system to comply with the EAS requirements would be \$1,053 per subscriber.

Classic's status in Chapter 11 bankruptcy precludes obtaining sufficient financing for such a costly endeavor and rate increases to cover such costs would further erode the Company's subscriber base. This is particularly true because of the significant competition these systems face from direct broadcast satellite ("DBS") services.

Classic is aware of the FCC's decision which provided relief to small systems for EAS requirements in the form of allowing them to install an FCC-certified decoder, if such device is available by October 1, 2002, in lieu of an encoder/decoder unit. *In the Matter of Amendment of Part 11 of the Commission's Rules Regarding the Emergency Alert System*, Report and Order, EB Docket No. 01-66, RM-9156, RM 9215, ¶ 71 (rel. Feb. 26, 2002). There are two reasons that this relief is not sufficient for Classic. First, based on discussions with vendors, the decoder only unit will likely not be available until August 2003, well after the October 2002 deadline. Second, even if it becomes available, it does not provide sufficient relief for Classic. In Classic's discussion with vendors, it has been advised that decoder only equipment would be only \$1,000.00 less expensive than the encoder/decoder unit, or approximately \$7,430. Using the decoder only equipment to comply would still cost Classic over four million dollars (\$4,190,000).

In addition to financial hardship, the availability of numerous alternative sources of emergency alert information support this waiver request. Classic carries the off-the-air television broadcast signals on the basic tier of each of its cable systems. Moreover, most systems have at least one 24-hour cable news network on the basic tier. These 24-hour news networks ensure that

subscribers have access to breaking national news events. Furthermore, most systems carry The Weather Channel, which provides updated information on national as well as local weather events. In addition to cable service, television broadcast stations and AM and FM radio stations available off-the-air carry emergency alert information. Furthermore, many of the communities have civil defense siren warning systems in place as an alternative source of emergency alerting. Although there generally are no other cable television systems serving these communities, DBS service is available, which includes news and other programming containing emergency information.

Since many of Classic's systems are located in the Southwest and Midwest, the most likely hazardous risks are weather related, such as tornadoes. Civil defense siren systems in many communities provide notice of tornadoes and serious weather systems. Citizens are also usually aware of heavy rains that may cause flooding hazards. Emergency weather information is available on the local stations carried on the basic tier and through The Weather Channel. Classic personnel work diligently to ensure the continued operation of its cable systems through weather emergencies so that these channels are available to provide information to the subscribers. Furthermore, the EAS rules do not require small cable systems to carry state and local emergency information. *Amendment of Part 73, Subpart G, of the Commission's Rules Regarding the Emergency Broadcast System*, Report and Order and FNPRM, 10 FCC Rcd 1786, ¶ 66 (rel. Dec. 9, 1994). This is especially noteworthy since those are the primary risks in the communities that Classic serves. Because Classic's systems are overwhelmingly in rural areas, they are not likely to be subject to nuclear or terrorist attacks. Also, the majority of Classic's systems are not near nuclear reactors, major airports or international borders.

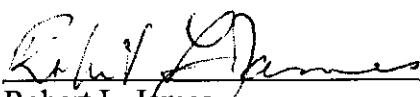
If there were a national emergency, Classic's subscribers would be notified by existing non-cable alerting systems, as well as by the cable news channels, and local over-the-air television broadcast stations carried by the cable systems.

The FCC should recognize Classic's serious financial situation, as reflected in the bankruptcy proceedings.¹ It is simply not feasible for the Company to comply with the October deadline for EAS.

Accordingly, for the foregoing reasons, Classic hereby requests waiver of the EAS requirements contained at 47 C.F.R. 11.11 et. seq. for its cable systems serving less than 5,000 subscribers as listed on Attachment A hereto. Alternatively, we request a 5-year extension of time to enable Classic to improve its financial position and increase the possibility that compliance with the Commission's EAS requirements would become economically feasible.

Respectfully submitted,

CLASSIC COMMUNICATIONS INC.,
DEBTOR-IN-POSSESSION

By: 
Robert L. James
Timothy P. Tobin
COLE, RAYWID & BRAVERMAN, LLP
1919 Pennsylvania Avenue, NW – Suite 200
Washington, DC 20006
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March 25, 2002

Attachment A: List of systems by headend including subscriber numbers

Attachment B: Copy of Bankruptcy Petition and Notice of Commencement of Chapter 11
Bankruptcy Cases

¹ Within the next several weeks, Classic intends to submit its annual report (Form 10-K) to the Securities and Exchange Commission and copies of that report will be filed with the FCC. In the event that the Commission requires additional financial or other information regarding Classic in order to grant this petition, we respectfully request the opportunity to provide such additional information.

CERTIFICATION

I, Steven P. Lowe, Sr., Vice President, Government Affairs and Administration, hereby certify that statements made in the foregoing Petition for Waiver are made in good faith and are true and correct to the best of my knowledge, information and belief.

A handwritten signature in black ink, appearing to read 'Steve Lowe Sr.', written over a horizontal line.

Steven P. Lowe, Sr.
Vice President
Government Affairs and Administration

March 25, 2002

ATTACHMENT A

Classic Cable Systems (by headend)
2/28/02

City	State	Number of Subscribers
LEESVILLE	LA	4504
NEW IBERIA	LA	4079
WOODWARD	OK	3805
NELSON	OH	3786
WEATHERFORD	OK	3547
MARYVILLE	MO	3475
CLARKSVILLE	TX	3130
MOREAUVILLE(transmit)	LA	3121
EASTLAND	TX	3086
BURKBURNETT	TX	3019
PURCELL(transmit)	OK	3019
FORT SCOTT	KS	2671
VERNON	TX	2623
PAOLA	KS	2622
FORT POLK	LA	2605
SALLISAW	OK	2589
STUTTGART	AR	2572
PECOS	TX	2470
ABILENE	KS	2339
PILOT POINT(transmit)	TX	2275
LEBANON	MO	2267
MAURICEVILLE	TX	2258
BRECKENRIDGE	TX	2246
DAINGERFIELD	TX	2223
MONAHANS	TX	2212
NEOSHO	MO	2133
LAMPASAS	TX	2095
POTEAU	OK	2074
MT BELVIEU	TX	2047
CENTER	TX	2045
LAKE CHEROKEE	TX	2005
HUGO	OK	1976
QUINLAN	TX	1927
BRAZORIA	TX	1914
LE COMPETE(transmit)	LA	1872
IDABEL	OK	1831
JOE BALD/HWY DD	MO	1823
MULESHOE	TX	1815
WHITEHALL	AR	1792
CONCORDIA	KS	1778
BOONVILLE	MO	1742
ROCKDALE	TX	1722
COLE COUNTY	MO	1720
SIBLEY	LA	1710
INGRAM	TX	1683
TRENTON	MO	1656
BRADY	TX	1653
KERMIT	TX	1646
MAHONING	OH	1635
ARP(transmit)	TX	1563
CHILDRRESS	TX	1545

Classic Cable Systems (by headend)
2/28/02

City	State	Number of Subscribers
CRYSTAL BEACH	TX	1507
ANADARKO	OK	1474
EUFAULA	OK	1469
CLAY CENTER	KS	1436
THOMPSON	OH	1428
DANVILLE	AR	1407
FORT SILL	OK	1406
MONTGOMERY	TX	1387
MILLER COUNTY	AR	1367
SHERIDAN	AR	1365
BELOIT	KS	1344
BROOKFIELD	MO	1279
NASHVILLE	AR	1225
RUSK	TX	1204
SMACKOVER	AR	1159
HEALDTON(transmit)	OK	1155
KENEDY	TX	1125
LEXINGTON	MO	1109
TRINITY	TX	1084
VAN ZANDT	TX	1053
DIMMITT	TX	1046
GOODRICH	TX	1025
WALDRON	AR	1025
KINGFISHER	OK	1009
TULIA	TX	1004
SEYMOUR	TX	985
OLNEY	TX	980
SONORA	TX	975
CALDWELL	TX	959
DE WITT	AR	946
CRANE	TX	945
HAWKINS	TX	933
POST	TX	919
ELLSWORTH	KS	912
BIG LAKE	TX	896
MT IDA	AR	890
NOCONA	TX	876
QUANAH	TX	874
SPEARMAN	TX	871
PHILLIPSBURG	KS	859
REDWATER	TX	840
WALTERS	OK	824
TYLER COUNTY	TX	816
BLOOMINGDALE	OH	813
FAIRVIEW	OK	813
FANNETT/LABELLE	TX	812
LEWISVILLE	AR	806
SPIRO	OK	795
LOST PINES	TX	791
HOLLIS(transmit)	OK	789
MEMPHIS	TX	774

Classic Cable Systems (by headend)

2/28/02

City	State	Number of Subscribers
HAZEN	AR	770
WATONGA	OK	764
WELLINGTON	TX	753
HAMBURG	AR	736
CANADIAN	TX	735
SHAMROCK	TX	734
JUNCTION	TX	729
LAMPE/PERSIMMON	MO	721
LUBBOCK	TX	714
LINDSBORG	KS	708
HUGHES	AR	707
ALBANY	TX	694
HAMLIN	TX	685
SMITH CENTER	KS	671
ANSON	TX	656
ANTHONY	KS	654
DELEON	TX	652
PINEBERGEN	AR	648
NAPLES	TX	646
HENRIETTA	TX	643
CLIFTON	TX	641
MAYFLOWER	AR	632
COMANCHE	OK	624
PLAINVILLE	KS	611
OBERLIN	KS	607
SAN SABA	TX	600
ST. JOSEPH	LA	598
SHATTUCK	OK	597
NOEL	MO	595
HULL	TX	594
PORTER MILL	MO	593
GRAPELAND	TX	589
ATKINS	AR	578
CHARLESTON	AR	577
CACHE	OK	576
GRAVOIS MILL	MO	571
MASON	TX	569
SPRING HILL	KS	559
CHEROKEE	OK	557
BEAVER(transmit)	OK	551
BOYCE	LA	551
ROCK CREEK	OH	550
LUCAS	TX	549
BERNICE	LA	546
OKLAHOMA	TX	543
MARKSVILLE	LA	541
YORKTOWN	TX	531
SPLENDORA	TX	528
PADUCAH	TX	527
ROYSE CITY	TX	527
CLARENDON	TX	522

Classic Cable Systems (by headend)
2/28/02

City	State	Number of Subscribers
HEAVENER	OK	522
LANSING	TX	521
WEST	TX	517
LOWRY CROSSING	TX	516
DENMARK	OH	508
MART	TX	497
SAINT FRANCIS	KS	495
KIOWA (transmit)	KS	494
ROTAN	TX	490
KNOX CITY	TX	483
COITSVILLE	OH	480
FAYETTE	MO	475
CLARENDON	AR	474
PLEASANTON	KS	471
LIVERPOOL	TX	467
KNOXVILLE	OH	464
LONOKE	AR	461
FLETCHER	OK	459
VERNON	OH	459
LYONS	TX	458
ELDORADO	TX	457
MENARD	TX	457
LOUISBURG	KS	455
VELMA	OK	454
DOVER	AR	450
ELECTRA	TX	444
DRY PRONG	LA	443
KENEFICK	TX	441
FRIONA(transmit)	TX	440
BUFFALO	OK	432
LAVERNE	OK	425
PORTER	TX	425
BONO	AR	423
SANTA ROSA	NM	420
LEOTI	KS	419
MAGNOLIA/CONROE	TX	419
CALDWELL	KS	417
HOOKE	OK	414
BOISE CITY	OK	411
COTTON VALLEY	LA	406
STOCKTON	KS	404
ABERNATHY	TX	401
ANAHUAC	TX	400
LINDEN	TX	400
COFFMAN BEND	MO	396
LINCOLN	KS	393
CENTER POINT	TX	391
CROSBYTON	TX	387
SAINT JOHN	KS	386
COLFAX	LA	383
WAURIKA	OK	382

Classic Cable Systems (by headend)
2/28/02

City	State	Number of Subscribers
LEONARD	TX	374
KROTZ SPRINGS	LA	371
SPUR	TX	369
ALMA	NE	367
PLAINVIEW	AR	367
SAN LEON	TX	367
THOMAS	OK	366
SENECA	MO	363
HOMER	TX	362
HENNESSEY	OK	360
NORTH SILSBEE	TX	360
LOCKNEY	TX	358
ENGLAND	AR	357
GORMAN	TX	353
OYSTER CREEK	TX	352
OLTON	TX	350
WOLFE CITY	TX	349
WRAY	CO	347
LAS GALLINAS	TX	346
EDEN	TX	345
BURNS FLAT	OK	344
POWDERLY	TX	344
VICTORIA	KS	337
ERICK	OK	335
DES ARC	AR	330
RAYWOOD	TX	330
COAL HILL	AR	329
CENTRAL	TX	328
BLOOMINGTON	TX	325
HALE CENTER	TX	321
RED CLOUD	NE	321
FRONTENAC	KS	317
CROWELL	TX	311
MELVILLE	LA	311
TANNEYVILLE	MO	311
HEIGHTS	TX	308
ATASCOSA	TX	301
NEWELLTON	LA	299
IDALOU	TX	298
ASHLAND	KS	297
NIXON	TX	297
HIGGINSON	AR	295
FRANKLIN	NE	294
ORE CITY	TX	291
PLAINS	TX	289
RALLS	TX	289
PLEAK	TX	283
OKEENE	OK	282
RUSH SPRINGS	OK	280
TURKEY CREEK	LA	280
BEACH CITY	TX	278

Classic Cable Systems (by headend)
2/28/02

City	State	Number of Subscribers
STERLING CITY	TX	278
ALTO	TX	277
ZAVALLA	TX	273
FLATONIA	TX	272
MISSIONARY	MO	271
NESS CITY	KS	266
WILDWOOD	TX	266
BOOKER	TX	264
ANNA	TX	262
WESTERN GROVE	AR	260
COLDWATER	KS	258
NORTON	KS	257
NATCHEZ	LA	255
STERLING	KS	255
WINK	TX	252
SEILING	OK	248
WALLIS	TX	248
POTTSBORO	TX	246
SUNDOWN	TX	246
SIMPSON	LA	244
MATADOR	TX	241
OXFORD	NE	241
CYPRESS	TX	240
GLASGOW	MO	240
BAXTER	AR	238
PLUM GROVE	TX	237
HART	TX	235
JETMORE	KS	235
JUNCTION CITY	AR	235
STEPHENS	AR	234
SW JOPLIN	MO	234
BUCKLIN	KS	233
MERTZON	TX	230
LAKE CLAIBORNE-N	LA	227
CYRIL	OK	226
KENSINGTON	KS	225
SHARON SPRINGS	KS	222
TRIBUNE	KS	221
CLAYTON	LA	217
RENO	TX	217
TIMPSON	TX	213
GARRISON	TX	212
KRUM	TX	209
JASPER	AR	207
OKARCHE	OK	207
EFFIE	LA	206
VICI	OK	202
SARGENT	TX	200
DIANA	TX	199
NIANGUA BRIDGE	MO	197
FORT SUMNER	NM	195

Classic Cable Systems (by headend)
2/28/02

City	State	Number of Subscribers
BEARDEN	AR	194
CHILLICOTHE	TX	194
CLAUDE	TX	194
DELIGHT	AR	194
STRATFORD	TX	194
LACYGNE	KS	193
NORTHSHORE	MO	192
SHERWOOD SHORES	TX	189
GIBSLAND	LA	188
ADKINS	TX	182
MCDONALD	KS	181
WILSON BEND	MO	181
WATERPROOF	LA	178
CADDO PEAK	TX	176
DREXEL	MO	176
LEFORS	TX	176
WAUKOMIS	OK	173
POND CREEK	OK	172
SANTE FE	TX	171
SILVERTON	TX	171
GEARY	OK	170
KILGORE	TX	167
PIEDMONT	OK	167
GROVETON	TX	165
MAGAZINE	AR	163
MONTGOMERY	LA	163
MOSS BLUFF/LIBE	TX	163
LONDON	AR	162
CUSHING	TX	161
HARMONY GROVE	AR	160
MELROSE	NM	160
SAINT JO	TX	160
ATTICA	KS	159
ARAPAHO	OK	157
PROTECTION	KS	157
TENAHA	TX	154
BURKEVILLE	TX	153
GAINESVILLE	MO	153
BEAUMONT COLONY	TX	152
INDIAN SPRINGS	TX	147
ROBY	TX	147
RYAN	OK	147
COLLIN COUNTY	TX	146
BINGER	OK	145
NEWCASTLE	OK	145
IVY BEND	MO	143
LOVELADY	TX	142
PALESTINE	AR	142
INDIANOLA	NE	141
CHRISTOVAL	TX	138
FAIRGROVE	MO	138

Classic Cable Systems (by headend)
2/28/02

City	State	Number of Subscribers
DILL CITY	OK	137
WALLACE RIDGE	LA	137
CHIDESTER	AR	136
COLMESNEIL	TX	136
KRESS	TX	136
ALTHEIMER	AR	134
EAST CONWAY	AR	133
HOLLY GROVE	AR	133
LAHOMA	OK	133
ROCKSPRINGS	TX	133
BEAVER CITY	NE	132
CULBERTSON	NE	132
HECTOR	AR	132
MONTEREY	LA	132
WODEN	TX	132
RUNGE	TX	129
ANTON	TX	128
GOLDEN	TX	128
BROOKELAND	TX	124
GARDEN PLAIN	KS	124
LAKE ST. JOHN	LA	123
ALGOA	TX	122
GARY/LAKE MURVA	TX	122
LESLIE	AR	121
JONES	OK	120
NW JOPLIN	MO	120
RIVERSIDE	TX	118
ARNETT	OK	117
EMMET	AR	117
HAUGHTON	LA	116
ARCOLA	TX	113
LEEDEY	OK	113
MACKSVILLE	KS	113
SE LUBBOCK COUNTY	TX	113
VAUGHN	NM	113
FOLLETT	TX	112
PETERSBURG	TX	112
COLWICH	KS	111
CORN	OK	109
DOWNS	KS	108
EGAN	TX	108
GROOM	TX	107
ORLEANS	NE	106
SOUTH KATY	TX	105
RODESSA	LA	103
HIGGINS	TX	101
OZARK ACRES	AR	101
ROBELINE	LA	101
SOUTH VIDOR	TX	101
ECTOR	TX	98
ARGONIA	KS	95

Classic Cable Systems (by headend)

2/28/02

City	State	Number of Subscribers
HAPPY	TX	95
ALBA	TX	92
CUMBY	TX	92
CANUTE	OK	91
CARMEN	OK	90
WOODROW	TX	89
GALENA	MO	88
NOME	TX	88
FREEDOM	OK	87
MOUNT HOPE	KS	86
SYLVAN GROVE	KS	86
TATUM	NM	85
BISCOE	AR	84
BRADLEY	AR	84
CUSTER CITY	OK	84
LORENZO	TX	83
WELLS	TX	83
WICKETT	TX	82
BILLINGS	OK	81
BARSTOW	TX	80
BAZINE	KS	78
FAIRPLAY	CO	78
ROARING SPRINGS	TX	78
WILMAR	AR	78
BROUILLETTE	LA	77
GEORGETOWN	LA	77
NEW SUMMERFIELD	TX	77
TERRAL	OK	77
DIGHTON	KS	76
HELENA	OK	76
DARROUZETT	TX	75
NATOMA	KS	75
HAMMON	OK	74
TAYLOR	AR	74
SOUTH HAVEN	KS	73
ANDALE	KS	72
HEDLEY	TX	72
ARLINGTON	KS	71
HUMPHREY	AR	70
LYNN	AR	69
AVINGER	TX	68
ROOSEVELT	OK	68
WHEATLEY	AR	68
CHEEK	TX	67
DICKENS	TX	67
HOWARDWICK	TX	67
WAKITA	OK	67
ALLENDAL	TX	66
DAMON-GUY	TX	66
SKELLYTOWN	TX	66
BOLING	TX	65

Classic Cable Systems (by headend)
2/28/02

City	State	Number of Subscribers
BUFFALO SPRINGS LAKE	TX	65
CAMP WOOD	TX	65
FRUITVALE	TX	65
NORWICH	KS	64
MT ENTERPRISE	TX	63
AQUA VISTA	TX	62
CLOUTIERVILLE	LA	62
COVINGTON	OK	62
MACKS CREEK	MO	62
ROSE CITY	TX	62
CLEVER	MO	61
SO. PINE BLUFF	AR	60
CEDAR SPRINGS	TX	57
GENESEO	KS	57
LURAY	KS	57
BOKOSHE	OK	56
PAOLI	OK	56
GRADY	AR	55
LUBBOCK	TX	55
PRETTY PRAIRIE	KS	55
SPARTA	MO	55
AZTEC	TX	53
TURRELL	AR	53
CALUMET	OK	52
LOCUST BAYOU	AR	52
MCINTYRE	LA	52
CARTHAGE	AR	51
HERMITAGE	AR	51
PRICE	TX	50
CHESTER	TX	49
EMERSON	AR	49
QUITAQUE	TX	49
WHITEFACE	TX	49
ELMO	TX	48
SOUTH SILSBEE	TX	47
DOVER	OK	46
GRANDFALLS	TX	45
BURRTON	KS	44
COMFORT	TX	44
CRAWFORDSVILLE	AR	41
MCDUGAL	AR	41
HARRELL	AR	40
UNION CITY	OK	40
CAMARGO	OK	39
HARTVILLE	MO	39
LUBBOCK	TX	39
AMES	OK	38
LEOLA	AR	38
NASH	OK	38
BESSIE	OK	37
FARGO	OK	37

Classic Cable Systems (by headend)

2/28/02

City	State	Number of Subscribers
LAKE EARLING	AR	37
THORNTON	AR	37
TIPTON	KS	37
CONWAY	MO	36
RINGWOOD	OK	36
HOLIDAY LAKES	TX	35
LANEVILLE	TX	35
LUBBOCK	TX	35
FORDLAND	MO	34
MYRTLE SPRINGS	TX	33
SHELDON	MO	33
DRUMMOND	OK	32
PLEASANT HOPE	MO	32
TRASKWOOD	AR	32
KNOBEL	AR	31
ALMYRA	AR	30
GOLTRY	OK	30
NORWOOD	MO	29
FOUNTAIN HILL	AR	27
HUMNOKE	AR	27
GARLAND CITY	AR	26
REKLAW	TX	26
SEDGWICK	AR	26
URBANA	MO	26
MONTAGUE	TX	25
CASHION	OK	24
DACOMA	OK	23
IMPERIAL	TX	23
KREMLIN	OK	22
BRECKENRIDGE	OK	21
COUNTRY HAVEN	TX	21
CALVIN	LA	20
JET	OK	20
BELLEVUE	TX	19
BYARS	OK	19
RAVENDEN SPRING	AR	19
CARLSBAD	TX	18
HARDESTY	OK	18
HUNTER	OK	17
MINDENMINES	MO	17
BARNHART	TX	15
WANETTE	OK	15
NIANGUA	MO	14
STOTTS CITY	MO	14
FAIRPLAY	MO	13
GARDENDALE	TX	13
GOLDSMITH	TX	13
OKEAN	AR	13
ALMENA	KS	11
MARSHALL	OK	11
DODSON	LA	10

Classic Cable Systems (by headend)
2/28/02

City	State	Number of Subscribers
WASHINGTON	OK	9
ARMSTRONG	MO	8
MCRAE	AR	
Totals		279313

ATTACHMENT B

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE**

In re	:	Chapter 11
CLASSIC COMMUNICATIONS, INC.,	:	Case No. 01-11257 (PJW)
et al.,	:	through 01-11272 (PJW)
Debtors.	:	Jointly Administered

**NOTICE OF COMMENCEMENT OF CHAPTER 11 BANKRUPTCY CASES,
MEETING OF CREDITORS AND FIXING OF CERTAIN DATES**

On November 13, 2001, the debtors and debtors-in-possession listed below (collectively, the "Debtors") filed voluntary petitions for relief under chapter 11 of title 11 of the United States Code, 11 U.S.C. §§ 101-1330 (the "Bankruptcy Code"). These cases are being jointly administered under the above-captioned case. The Debtors, and their respective addresses, case numbers and federal tax identification numbers are as follows:

DEBTOR (Other names, if any, used by the Debtor in the last 6 years)	Address	Case No.	Tax I.D.
Classic Communications, Inc.	6151 Paluxy Road Building A Tyler, TX 75703	01-11257 (PJW)	74-2630019
Classic Cable, Inc.	6151 Paluxy Road Building A Tyler, TX 75703	01-11258 (PJW)	74-2750981
Friendship Cable of Arkansas, Inc.	6151 Paluxy Road Building A Tyler, TX 75703	01-11259 (PJW)	71-0634055
Friendship Cable of Texas, Inc.	6151 Paluxy Road Building A Tyler, TX 75703	01-11260 (PJW)	75-2237583
Universal Cable Midwest, Inc.	6151 Paluxy Road Building A Tyler, TX 75703	01-11261 (PJW)	75-2205815

Universal Cable of Beaver, Oklahoma, Inc.	6151 Paluxy Road Building A Tyler, TX 75703	01-11262 (PJW)	75-2243788
Universal Cable Communications, Inc.	6151 Paluxy Road Building A Tyler, TX 75703	01-11263 (PJW)	84-0913858
Universal Cable Holdings, Inc.	6151 Paluxy Road Building A Tyler, TX 75703	01-11264 (PJW)	75-2077867
Correctional Cable TV, Inc.	6151 Paluxy Road Building A Tyler, TX 75703	01-11265 (PJW)	75-2443515
CallCom24, Inc.	6151 Paluxy Road Building A Tyler, TX 75703	01-11266 (PJW)	75-2774129
Classic Cable of Oklahoma, Inc.	6151 Paluxy Road Building A Tyler, TX 75703	01-11267 (PJW)	74-2946981
Classic Telephone, Inc.	6151 Paluxy Road Building A Tyler, TX 75703	01-11268 (PJW)	75-2590205
WT Acquisition Corporation	6151 Paluxy Road Building A Tyler, TX 75703	01-11269 (PJW)	74-2644608
WK Communications, Inc.	6151 Paluxy Road Building A Tyler, TX 75703	01-11270 (PJW)	48-1037491
Television Enterprises, Inc.	6151 Paluxy Road Building A Tyler, TX 75703	01-11271 (PJW)	74-1532349
Classic Cable Holding, Inc.	6151 Paluxy Road Building A Tyler, TX 75703	01-11272 (PJW)	74-2807609

DEADLINE TO FILE A PROOF OF CLAIM: Notice of a deadline will be sent at a later time.

COUNSEL FOR THE DEBTORS:

Brendan Linehan Shannon
Young Conaway Stargatt & Taylor, LLP
The Brandywine Building
1000 West Street, 17th Floor
P.O. Box 391
Wilmington, DE 19899-0391
(302) 571-6600

-and-

Michael J. Kelly
Willkie Farr & Gallagher
787 Seventh Avenue
New York, NY 10019-6099
(212) 728-8000

-and-

Michael A. McConnell
Joseph G. Epstein
Winstead Sechrest & Minick P.C.
2400 Bank One Center
910 Travis Street
Houston, TX 77002-5895
(713) 650-2740

COMMENCEMENT OF CASES: The Debtors listed above have filed petitions for reorganization under chapter 11 of the Bankruptcy Code in this Court, and orders for relief have been entered. You will not receive notice of all documents filed in this case. All documents filed with the Court, including lists of the Debtors' property and debts, are available for inspection at the Office of the Clerk of the Bankruptcy Court; such documents may also be available at www.deb.uscourts.gov. Further, such documents are available at Delaware Document Retrieval, 200 West 9th Street, Wilmington, Delaware 19801, (302) 658-9911.

PURPOSE OF CHAPTER 11 FILING: Chapter 11 of the Bankruptcy Code enables a debtor to reorganize pursuant to a plan. A plan is not effective unless approved by the court at a confirmation hearing. Creditors will be given notice of any documents or proceedings concerning any plan in these cases. In the event that the cases are dismissed or converted to another chapter of the Bankruptcy Code, creditors will receive notice of such event. The Debtors will remain in possession of their property and will continue to operate any business unless a trustee is appointed.

CREDITORS MAY NOT TAKE CERTAIN ACTIONS: A creditor is anyone to whom a debtor owes money or property. Under the Bankruptcy Code, a debtor is granted certain protection against creditors. Common examples of prohibited actions by creditors are contacting a debtor to demand repayment, taking action against a debtor to collect money owed to creditors or to take property of a debtor, and starting or continuing foreclosure actions or repossessions. If unauthorized actions are taken by a creditor against a debtor, the Court may penalize that creditor. A creditor who is considering taking action against a debtor or the property of a debtor should review section 362 of the Bankruptcy Code and may wish to seek legal advice. The staff members at the Clerk's Office of the Bankruptcy Court are not permitted to give legal advice.

MEETING OF CREDITORS: A meeting of creditors has been scheduled for **January 4, 2002, at 1:30 p.m. at the J. Caleb Boggs Federal Building, 2nd Floor, Room 2112, Wilmington, Delaware 19801.** The Debtors' representatives, as specified in Rule 9001(5) of the Federal Rules of Bankruptcy Procedure (the "Bankruptcy Rules"), are required to appear at the meeting of creditors on the date and at the place set forth above for the purpose of being examined under oath. Attendance by creditors at the meeting is welcomed, but not required. At the meeting, the creditors may examine the Debtors and transact such other business as may properly come before the meeting. The meeting may be continued or adjourned from time to time by notice at the meeting, without further written notice to the creditors.

CLAIMS: Schedules of creditors will be filed pursuant to Bankruptcy Rule 1007. Any creditor holding a scheduled claim that is not listed as disputed, contingent, or unliquidated as to amount may, but is not required to, file a proof of claim in these cases. Creditors whose claims are not scheduled or whose claims are listed as disputed, contingent, or unliquidated as to amount and who desire to participate in the cases or share in any distribution must file their proofs of claim. A creditor who desires to rely on the schedule of creditors has the responsibility for determining that the claim is listed accurately. **Separate notice of the deadlines to file proofs of claim and proof of claim forms will be provided to the Debtors' known creditors.** Proof of claim forms are also available in the clerk's office of any bankruptcy court, and online at the Court's web site at www.deb.uscourts.gov. Bankruptcy Services LLC ("BSI") is the claims agent in these cases and can provide a proof of claim form if you cannot obtain one from your local bankruptcy court. BSI can be reached as follows:

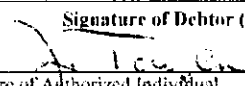
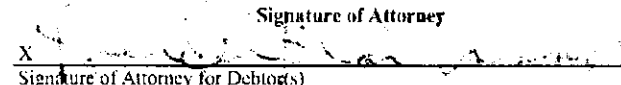
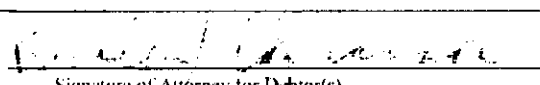
**Bankruptcy Services LLC
Heron Tower
70 East 55th Street, 6th Floor
New York, NY 10022
(212) 376-8494**

DISCHARGE OF DEBTS: Confirmation of chapter 11 plan may result in a discharge of debts, which may include all or part of your debt. See 11 U.S.C. § 1141(d). A discharge means that you may never try to collect the debt from the debtor, except as provided in the plan.

Dated: Wilmington, Delaware
December 13, 2001

For the Court: /s/David Bird
Clerk of the U.S. Bankruptcy Court

United States Bankruptcy Court District of Delaware						VOLUNTARY PETITION																		
Name of Debtor (If individual, enter: Last, First, Middle): Classic Communications, Inc.				NAME OF JOINT DEBTOR (Spouse) (Last, First, Middle)																				
ALL OTHER NAMES used by debtor in the last 6 years (including married, maiden, and trade names)				ALL OTHER NAMES used by debtor in the last 6 years (including married, maiden, and trade names)																				
SOC. SEC./TAX I.D. NUMBER (If more than one, state all) 74-2630019				SOC. SEC./TAX I.D. NUMBER (If more than one, state all)																				
STREET ADDRESS OF DEBTOR (No. & street, city, state, and zip code) 6151 Paluxy Road Building A Tyler, Texas 75703																								
COUNTY OF RESIDENCE OR OF THE PRINCIPAL PLACE OF BUSINESS: Smith County				COUNTY OF RESIDENCE OR OF THE PRINCIPAL PLACE OF BUSINESS:																				
MAILING ADDRESS OF DEBTOR (If different from street address)				MAILING ADDRESS OF DEBTOR (If different from street address)																				
LOCATION OF PRINCIPAL ASSETS OF BUSINESS DEBTOR (if different from street address above) Same																								
INFORMATION REGARDING THE DEBTOR (Check the Applicable Boxes)																								
Venue (Check any applicable box) <input checked="" type="checkbox"/> Debtor has been domiciled or has had a residence, principal place of business or principal assets in the District for 180 days immediately preceding the date of this petition or for a longer part of such 180 days than in any other District. <input type="checkbox"/> There is a bankruptcy case concerning the debtor's affiliate, general partner or partnership pending in this District.																								
Type of Debtor (Check all boxes that apply) <input type="checkbox"/> Individual(s) <input type="checkbox"/> Railroad <input checked="" type="checkbox"/> Corporation <input type="checkbox"/> Stockbroker <input type="checkbox"/> Partnership <input type="checkbox"/> Commodity Broker <input type="checkbox"/> Other _____				Chapter or Section of Bankruptcy Code Under Which The Petition is Filed (Check one box) <input type="checkbox"/> Chapter 7 <input checked="" type="checkbox"/> Chapter 11 <input type="checkbox"/> Chapter 13 <input type="checkbox"/> Chapter 9 <input type="checkbox"/> Chapter 12 <input type="checkbox"/> Sec. 304-Case ancillary to foreign proceeding																				
Nature of Debts (Check one box) <input type="checkbox"/> Consumer/Non-Business <input checked="" type="checkbox"/> Business Chapter 11 Small Business (Check all boxes that apply) <input type="checkbox"/> Debtor is a small business as defined in 11 U.S.C. §101 <input type="checkbox"/> Debtor is and elects to be considered a small business under 11 U.S.C. §1121(c) (Optional)				Filing Fee (Check on box) <input checked="" type="checkbox"/> Filing fee attached. <input type="checkbox"/> Filing fee to be paid in installments. (Applicable to individuals only) Must attach signed application for the court's consideration certifying that the debtor is unable to pay fee except in installments. Rule 1006(b). See Official Form No. 3.																				
Statistical/Administrative Information (Estimates only) <input checked="" type="checkbox"/> Debtor estimates that funds will be available for distribution to unsecured creditors. <input type="checkbox"/> Debtor estimates that after any exempt property is excluded and administrative expenses paid, there will be no funds available for distribution to unsecured creditors							THIS SPACE IS FOR COURT USE ONLY																	
<table style="width: 100%; border-collapse: collapse;"> <tr> <td style="text-align: left;">Estimated Number of Creditors</td> <td style="text-align: center;">1-15</td> <td style="text-align: center;">16-49</td> <td style="text-align: center;">50-99</td> <td style="text-align: center;">100-199</td> <td style="text-align: center;">200-999</td> <td style="text-align: center;">1000-over</td> </tr> <tr> <td></td> <td style="text-align: center;"><input type="checkbox"/></td> <td style="text-align: center;"><input type="checkbox"/></td> <td style="text-align: center;"><input type="checkbox"/></td> <td style="text-align: center;"><input type="checkbox"/></td> <td style="text-align: center;"><input type="checkbox"/></td> <td style="text-align: center;"><input checked="" type="checkbox"/></td> </tr> </table>								Estimated Number of Creditors	1-15	16-49	50-99	100-199	200-999	1000-over		<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input checked="" type="checkbox"/>			
Estimated Number of Creditors	1-15	16-49	50-99	100-199	200-999	1000-over																		
	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input checked="" type="checkbox"/>																		
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	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input checked="" type="checkbox"/>																

Voluntary Petition <i>(This page must be completed and filed in every case)</i>		FORM B1, Page 2
Name of Debtor(s): Classic Communications, Inc.		
PRIOR BANKRUPTCY CASE FILED WITHIN LAST 6 YEARS (if more than one, attach additional sheet)		
Location Where Filed:	Case Number:	Date Filed:
PENDING BANKRUPTCY CASE FILED ANY SPOUSE, PARTNER, OR AFFILIATE OF THIS DEBTOR (if more than one, attach additional sheet)		
Name of Debtor: See attached Exhibit "B"	Case Number:	Date Filed:
District:	Relationship:	Judge:
SIGNATURES		
Signature(s) of Debtor(s) (Individual/Joint) I declare under penalty of perjury that the information provided in this petition is true and correct. [If petitioner is an individual whose debts are primarily consumer debts and has chosen to file under chapter 7] I am aware that I may proceed under chapter 7, 11, 12 or 13 of title 11, United States code, understand the relief available under each such chapter, and chose to proceed under chapter 7. I request relief in accordance with the chapter of title 11, United States code, specified in this petition.		Signature of Debtor (Corporation/Partnership) I declare under penalty of perjury that the information provided in this petition is true and correct, and that I have been authorized to file this petition on behalf of the debtor. The debtor requests relief in accordance with the chapter of title 11, United States code, specified in this petition.
Signature of Debtor X Signature of Debtor	Signature of Debtor (Corporation/Partnership) X  Signature of Authorized Individual	
X Signature of Joint Debtor	Mr. Jimmie Taylor Chief Financial Officer and Executive Vice President	
X Telephone Number (if not represented by attorney)	11/13/01 Date	
Date		
Signature of Attorney X  Signature of Attorney for Debtor(s)		
Brendan Linehan Shannon Printed Name of Attorney for Debtor(s)		
Young Conaway Stargatt & Taylor, LLP Firm Name		
The Brandywine Building, 17th Floor, 1000 West Street Wilmington, Delaware 19801 Address		
302-571-6600 Telephone Number		
11/13/01 Date		
Exhibit A (To be completed if debtor is required to file periodic reports [e.g., forms K and 10Q] with the Securities and Exchange Commission pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934 and is Requesting relief under chapter 11) X Exhibit A is attached and made a part of this petition.		
 Signature of Attorney for Debtor(s)		11/13/01 Date

See attached list of co-counsel for Debtor.

**CO-COUNSEL FOR CLASSIC COMMUNICATIONS, INC.
AND ITS AFFILIATES**

Willkie Farr & Gallagher

787 Seventh Avenue
New York, New York 10019-6099
Telephone: (212) 728-8000
Fax: (212) 728-8111

Winstead Sechrest & Minick

1201 Elm Street, Suite 5400
Dallas, Texas 75270
Telephone: (214) 745-5400
Fax: (214) 745-5390

EXHIBIT "A"

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE**

IN RE:	§	
	§	
CLASSIC COMMUNICATIONS, INC.,	§	CASE NO. _____
	§	
	§	(Chapter 11)
DEBTOR.	§	

EXHIBIT "A" TO VOLUNTARY PETITION

1. The debtor's securities are registered under Section 12 of the Securities and Exchange Act of 1934 (the "Act"). The SEC file number is 001-15427.

2. Unless otherwise noted, the following financial data is the latest available information and refers to debtor's condition on June 30, 2001.¹

(a) Total assets: \$711,346,000

(b) Total debts (including debts listed in Item 2(c) below): \$641,869,000.00

(c) Debt securities held by more than 500 holders: None

(d) Number of shares of preferred stock: None outstanding

(e) Number of shares of common stock: As of September 30, 2001, approximately (i) 10,618,392 shares of Class A voting common stock (the "Class A") outstanding; (ii) 7,116,972 shares of Class B voting common stock (the "Class B") outstanding; and (iii) 56,928 shares of Nonvoting common stock outstanding.

3. Brief description of debtor's business: Debtor is a cable operator focused on non-metropolitan markets in the United States. As of September 30, 2001, debtor's collective systems served approximately 352,596 basic subscribers, 202,858 premium subscribers and 37,777 digital subscribers.

4. List the name of any person who directly or indirectly owns, controls, or holds, with power to vote, 5% or more of the voting securities of debtor.²

(a) Beneficial owners³ of 5% or more of the outstanding Class A:

¹ All financial data was obtained from debtor's Form 10-Q filed with the SEC on August 14, 2001. The financial information for Classic Communications, inc. is prepared on a consolidated basis with the financial information for its subsidiaries.

² Data was obtained from debtor's Schedule 14A filed with the SEC on April 30, 2001.

³ Under Rule 13d-3 of the Act, the term beneficial owner "includes any person who, directly or indirectly, through any contract, arrangement, understanding, relationship, or otherwise has or shares" voting power and/or investment power.

- (i) Goldman Sachs Asset Management;
- (ii) Liberty Wagner Asset Management, L.P., WAM Acquisition GP, Inc., and Liberty Acorn Trust;⁴
- (iii) Capital Group International, Inc. and Capital Guardian Trust Company;⁵
- (iv) T. Rowe Price Associates, Inc.;
- (v) Ruane, Cunniff & Co., Inc.;
- (vi) State of Wisconsin Investment Board;
- (vii) Citigroup Inc.; and
- (viii) Star Cable Associates, Richard W. Talarico, and Hawthorne Associates⁶

(b) Beneficial owners of 5% or more of the outstanding Class B:

- (i) Brera Classic;⁷ and
- (ii) J. Merritt Belisle

(c) Given that the Class A and the Class B generally vote as a single class, the following are beneficial owners of 5% or more of the debtor's total outstanding voting common stock (Classes A and B combined):

- (i) Brera Classic;
- (ii) Goldman Sachs Asset Management;
- (iii) Liberty Wagner Asset Management, L.P., WAM Acquisition GP, Inc., and Liberty Acorn Trust; and
- (iv) Capital Group International, Inc. and Capital Guardian Trust Company

(d) Given that the holders of the Class A are entitled to one vote per share, and the holders of the Class B are entitled to ten votes per share, the following are beneficial owners having 5% or more of the voting power of the debtor's total outstanding voting common stock (Classes A and B combined):

- (i) Brera Classic; and
- (ii) J. Merritt Belisle

⁴ WAM Acquisition GP, Inc. is the general partner of Liberty Wagner Asset Management, L.P. Liberty Acorn Trust is record owner of 5% or more of the outstanding Class A and grants Liberty Wagner Asset Management, L.P., as its financial advisor, investment discretion as to such shares.

⁵ Capital Group International, Inc. is parent holding company of Capital Guardian Trust Company.

⁶ Richard W. Talarico and Hawthorne Associates are general partners of Star Cable Associates.

⁷ As managers of Brera Classic and directors of debtor, Alberto Cribiore and John Geisler may be deemed beneficial owners of these shares. However, these individuals are not registered holders of any of the shares and disclaim any beneficial ownership thereof.

EXHIBIT "B"

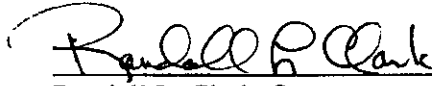
AFFILIATES OF CLASSIC COMMUNICATIONS, INC.

Classic Cable, Inc.
Classic Cable Holding, Inc.
Classic Telephone, Inc.
Universal Cable Holdings, Inc.
WT Acquisition Corporation
Universal Cable Communications, Inc.
Universal Cable of Beaver, Oklahoma, Inc.
Universal Cable Midwest, Inc.
Friendship Cable of Texas, Inc.
Correctional Cable TV, Inc.
Callcom 24, Inc.
Friendship Cable of Arkansas, Inc.
W. K. Communications, Inc.
Television Enterprises, Inc.
Classic Cable of Oklahoma, Inc.

CLASSIC COMMUNICATIONS, INC.
(the "Company")
RESOLUTIONS OF THE BOARD OF DIRECTORS
(By Special Telephonic Meeting)

RESOLVED: that the resolutions of the Board of the Directors of the Company attached hereto as Exhibit A are hereby authorized and approved.

IN WITNESS WHEREOF, the undersigned does hereby certify that the Board of Directors of the Company duly adopted the above resolution by unanimous vote as of November 13, 2001.



Randall L. Clark, Secretary

Exhibit A

RESOLVED, that, in the judgment of the Board of Directors, it is desirable and in the best interests of the Company, its creditors, stockholders, employees and other interested parties, that the Company commence a chapter 11 case by filing a voluntary petition for relief under the provisions of chapter 11 of title 11 of the United States Code (the "Bankruptcy Code");

FURTHER RESOLVED, that the Chief Operating Officer, the President, the Chief Financial Officer and the General Counsel of the Company (collectively, the "Authorized Filing Officers") be, and each of them acting singly hereby is, authorized, empowered and directed, for and in the name of and on behalf of, the Company, to execute and verify or certify a petition under chapter 11 of the Bankruptcy Code and to cause the same to be filed in the United States Bankruptcy Court for the District of Delaware (the "Bankruptcy Court") at such time as said Authorized Filing Officer executing the same shall determine (the "Chapter 11 Case");

FURTHER RESOLVED, that each of the Authorized Filing Officers, and such other officers of the Company as the Authorized Filing Officers shall from time to time designate, be, and each of them acting singly hereby is, authorized, empowered and directed, for and in the name of and on behalf of, the Company, to execute and file all petitions, schedules, lists and other papers and to take any and all action that any Authorized Filing Officer may deem necessary, proper or desirable in connection with the Chapter 11 Case, with a view to the successful prosecution of the Chapter 11 Case;

FURTHER RESOLVED, that the law firm of Willkie Farr & Gallagher, 787 Seventh Avenue, New York, New York 10019-6099, be, and it hereby is, retained, under general retainer, as reorganization co-counsel for the Company in connection with instituting and maintaining the Chapter 11 Case;

FURTHER RESOLVED, that the law firm of Winstead Sechrest & Minick P.C., 1201 Elm Street, 5400 Renaissance Tower, Dallas, Texas 75270, be, and it hereby is, retained, under general retainer, as reorganization co-counsel for the Company in connection with instituting and maintaining the Chapter 11 Case;

FURTHER RESOLVED, that the law firm of Young Conaway Stargatt & Taylor LLP, The Brandywine Building, 17th Floor, 1000 West Street, Wilmington, Delaware 19801, be, and it hereby is, retained, under general retainer, as local counsel for the Company in connection with instituting and maintaining the Chapter 11 Case;

FURTHER RESOLVED, that Nightingale & Associates, LLC, Soundview Plaza, 1266 East Main Street, Stamford, Connecticut 06902, be, and it hereby is, retained, under general retainer, as financial advisors to the Company in connection with instituting and maintaining the Chapter 11 Case;

FURTHER RESOLVED, that Credit Suisse First Boston, Eleven Madison Avenue, New York, New York 10010, be, and it hereby is, retained, under general retainer, as financial advisors to the Company in connection with instituting and maintaining the Chapter 11 Case;

FURTHER RESOLVED, that Bankruptcy Services LLC, 70 East 55th Street, 6th Floor, New York, New York 10022, be, and it hereby is, retained, under general retainer, as noticing and claims agent for the Company in connection with instituting and maintaining the Chapter 11 Case;

FURTHER RESOLVED, that each of the Authorized Filing Officers, and such other officers of the Company as the Authorized Filing Officers shall from time to time designate, be, and each of them acting singly hereby is, authorized, empowered and directed, for and in the name of and on behalf of, the Company, to retain and employ other attorneys, investment bankers, accountants, restructuring professionals, financial advisors and other professionals to assist in the Chapter 11 Case on such terms as such officers deem necessary, proper or desirable;

FURTHER RESOLVED, that in connection with the commencement of the Chapter 11 Case by the Company, the Authorized Filing Officers, and such other officers of the Company as the Authorized Filing Officers shall from time to time designate, be, and each of them acting singly hereby is, authorized, empowered and directed, for and in the name of and on behalf of, the Company, to negotiate, execute and deliver certain financing arrangements with Goldman Sachs Credit Partners, L.P., as administrative agent (the "Administrative Agent"), and one or more financial institutions and lenders (together with the Administrative Agent, the "Lenders") pursuant to a Secured Super-Priority Debtor in Possession Revolving Credit Agreement by and among Classic Cable, Inc., as Borrower, the Company, as a Guarantor thereunder, the other Guarantors named therein and the Lenders, whereby the Lenders will agree to extend loans, advances and other financial accommodations of up to \$30 million in aggregate principal amount at any one time outstanding (the "Loan Agreement");

FURTHER RESOLVED, that, in the judgment of the Board of Directors, upon review of a draft of the Loan Agreement dated October 24, 2001, it is desirable and in the best interest of the Company that the Company execute the Loan Agreement and any related loan documents and enter into, and perform its obligations under, the Loan Agreement and any related loan documents;

FURTHER RESOLVED, that the guarantee of the obligations of Classic Cable, Inc. under the Loan Agreement by the Company is reasonably expected to benefit, directly or indirectly, the Company, as a Guarantor thereunder;

FURTHER RESOLVED, that each of the Authorized Filing Officers, and such other officers of the Company as the Authorized Filing Officers shall from time to time designate, be, and each hereby is, empowered, authorized and directed to execute and deliver the Loan Agreement on behalf of, and in the name of, the Company, with such changes as any such officers may deem necessary, desirable or appropriate, the delivery or execution thereof by any such officers being conclusive evidence that such officers deemed such delivery or execution to be necessary, desirable or appropriate;

FURTHER RESOLVED, that all the transactions contemplated by the Loan Agreement with respect to the Company be, and they hereby are, authorized, approved, ratified, confirmed and adopted in all respects on the terms and conditions set forth therein;

FURTHER RESOLVED, that each of the Authorized Filing Officers, and such other officers of the Company as the Authorized Filing Officers shall from time to time designate, be, and each of them acting singly hereby is, authorized, empowered and directed, for and in the name of and on behalf of, the Company, to execute and deliver all such documents or agreements as may be necessary, desirable or appropriate to implement the transactions described in the Loan Agreement, the execution thereof by any such officers being conclusive evidence that such officers deemed such execution to be necessary, desirable or appropriate;

FURTHER RESOLVED, that any and all actions heretofore or hereafter taken by the Authorized Filing Officers, and such other officers of the Company as the Authorized Filing Officers shall from time to time designate, in connection with the transactions contemplated by the Loan Agreement or any related loan documents, or otherwise within the terms of the foregoing resolutions are hereby authorized, approved, ratified, confirmed and adopted in their entirety;

FURTHER RESOLVED, that each of the Authorized Filing Officers, and such other officers of the Company as the Authorized Filing Officers shall from time to time designate, and any employees or agents (including counsel) designated by or directed by any such officers, be, and each of them acting singly hereby is, authorized, empowered and directed, for and in the name of and on behalf of, the Company, to cause the Company to enter into, execute, deliver, certify, file and/or record, and perform such agreements, instruments, motions, affidavits, applications for approvals or rulings of governmental or regulatory authorities, certificates and other documents, and to take such other actions, as in the judgment of such officers, shall be or become necessary, proper and desirable to prosecute to a successful completion the Chapter 11 Case, to effectuate the restructuring of the debt, other obligations, organizational form and structure, consistent with the foregoing resolutions and the transactions contemplated by these resolutions, their authority thereunto to be evidenced by the taking of such actions; and

FURTHER RESOLVED, that, in addition to, and without limiting in any manner, the authority granted by the foregoing resolutions, the officers of the Company be, and each of them with full authority to act without the others hereby is, authorized, empowered and directed, for and in the name and on behalf of the Company, (a) to take, or cause to be taken, all such further action, (b) to do and perform, or cause to be done and performed, all such acts and things, (c) to execute and deliver, or cause to be executed and delivered, all such further papers, documents and instruments of any type and description, and (d) to pay, or cause to be paid, any and all fees, charges and costs of any type or description, all of which as may be, or may be deemed to be, necessary or advisable or desirable to effect the purposes and intent of the actions authorized and approved in the resolutions set forth above, the necessity, advisability, desirability and propriety of which shall be conclusively evidenced by any of such officer's taking, or causing to be taken, any such action, doing and performing, or causing to be done or performed, any such act or thing, executing and delivering, or causing to be executed and delivered, any such papers, documents or instruments, or paying, or causing to be paid, any such fees, charges and costs; and the execution by any of such officers of any such papers, documents or instruments, or the doing by any of them of any act or thing in connection with any of the matters or things contemplated by, arising out of or in connection with, or otherwise relating to in any manner whatsoever, the subject of the resolutions set forth above, shall conclusively establish their authority therefor from the Company and the approval and ratification by the Company of any and all papers,

documents and instruments so executed and delivered and any and all action so taken, done or performed; and all actions of any nature whatsoever heretofore taken by each of the officers, directors, agents, attorneys and other representatives of the Company incidental to, contemplated by, arising out of or in connection with, or otherwise relating to in any manner whatsoever, the subject of the resolutions set forth above be, and the same hereby are, authorized, approved, ratified, confirmed and adopted in all respects.